

Hearing Date and Time: June 21, 2007 at 10:00 a.m.
Objection Deadline: June 14, 2007 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, INC., et al., : (Jointly Administered)
Debtors. :
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**NOTICE OF THIRD APPLICATION OF MAYER, BROWN, ROWE & MAW LLP,
SPECIAL OUTSOURCING COUNSEL TO DEBTORS, FOR ALLOWANCE OF
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM OCTOBER 1, 2006 THROUGH JANUARY 31, 2007**

PLEASE TAKE NOTICE that on March 30, 2007, Mayer, Brown, Rowe & Maw LLP filed the Third Application Of Mayer, Brown, Rowe & Maw LLP, Special Outsourcing Counsel to the Debtors, for Allowance of Interim Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from October 1, 2006 through January 31, 2007 (the "Application") in accordance with that certain Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals dated November 4, 2005 (as amended from time to time, the "Interim Compensation Order"), seeking an Order awarding interim compensation for professional services provided to the Delphi Corporation in the amount of \$1,189,182.19, together with reimbursement for actual and necessary expenses incurred in the amount of \$36,591.22, during the period from October 1, 2006 through January 31, 2007, inclusive (the "Application Period").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on June 21, 2007, at 10:00 a.m. (Prevailing Eastern Time) (the "Fee Application Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: David Sherbin, Esq., (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (iii) counsel for the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., (vi) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (vii) counsel to the Debtors Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Att'n: M. Janine Jinggo, Esq., and (viii) the members of the Fee Review Committee, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: John D. Sheehan, and GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, NC 28078, Attn: Ms. Valeria Venable, in each case so as to be received no later than **4:00 p.m. (Prevailing Eastern Time) on June 14, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those responses or objections made as set forth herein and in accordance with the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no responses or objections to the Application are timely filed and served in accordance with the procedures set forth herein and in the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: Chicago, Illinois
 March 30, 2007

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By: /s/ Paul J. N. Roy, Esq.
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